

WC 05-74
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Before the
Federal Communications Commission
Washington, D.C. 20554

FCC/MELLON FEB 17 2005

In the Matter of)
)
NTELOS INC., Transferor,)
)
and)
)
PROJECT HOLDINGS CORP., Transferee)
)
Consolidated Application for Authorization to)
Transfer Control of Subsidiaries of NTELOS)
Inc., Pursuant to Section 214 of the)
Communications Act of 1934, as Amended)
)
)

File No. ITC-T/C-_____

WCB Docket No. _____

To: International Bureau
Wireline Competition Bureau

**CONSOLIDATED APPLICATION FOR AUTHORIZATION
TO TRANSFER CONTROL OF NTELOS 214 LICENSEES**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Sections 63.03, 63.04 and 63.24(e) of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.04, and 63.24(e), NTELOS Inc. ("NTELOS" or "Transferor") and Project Holdings Corp. ("PHC" or "Transferee" and, collectively with NTELOS, the "Applicants") hereby seek authority to transfer control of various NTELOS subsidiaries holding domestic and/or international section 214 authorizations (the "NTELOS 214 Licensees") to PHC. PHC is a holding company equally owned and controlled by two private investment firms as described in Part I-B below. The transfers of control will occur as a result of PHC's acquisition, by merger, of all of the outstanding stock of NTELOS, at which time NTELOS will become a wholly-owned

subsidiary of Transferee. For the reasons discussed herein, approval of the proposed transaction would serve the public interest.

Commission approval of the transfer is required, in part, because the NTELOS 214 Licensees hold authorizations under Section 214 of the Communications Act, as follows:

Licensee	Domestic 214 Authority	International 214 Authority
NTELOS Network Inc.	X	X
NA Communications Inc.	X	
NTELOS of West Virginia	X	
NTELOS Telephone Inc.	X	
Roanoke and Botetourt Telephone Company	X	
R&B Network, Inc.	X	X

As further described below, each of the NTELOS 214 Licensees is a directly or indirectly wholly-owned subsidiary of NTELOS Inc.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants are filing a consolidated application for the proposed transfer of control of the NTELOS 214 Licensees' domestic and international Section 214 authorizations to the Transferees. In Section IV of this application, the Applicants provide the information required by Sections 63.18 and 63.24 of the FCC's rules for transfer of the international authorizations. Although only two of the six NTELOS 214 Licensees hold international Section 214 authorizations, Applicants have provided full Section 63.18/63.24 information for each of the NTELOS 214 Licensees. As specified by Section 63.04(b) of the FCC's rules, the additional information required for the transfer of the domestic authorizations is provided in Exhibit A.

NTELOS respectfully requests streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's rules. As shown below, both the domestic and international components of this application qualify for streamlined processing.

I. DESCRIPTION OF THE PARTIES

A. Transferor and NTELOS 214 Licensees

NTELOS is a leading digital wireless PCS provider in the mid-Atlantic region, coupling wireless services with an integrated communications strategy that also includes both incumbent and competitive local telephone services, long distance service, Internet and high-speed data access. NTELOS also has an extensive fiber optic network primarily in Virginia and West Virginia. NTELOS, through the NTELOS 214 Licensees, provides local exchange telecommunications service to approximately 48,300 access lines as an incumbent and approximately 42,000 access lines on a competitive basis. Through the NTELOS 214 Licensees, NTELOS also provides long-distance ("LD") and international services for approximately 32,500 lines in incumbent and competitive service areas in Virginia and West Virginia. The geographic scope of NTELOS' operations is shown in *Figure 1*. With a heritage that dates back more than a century, NTELOS is committed to providing value-added communications services and outstanding, personalized customer care through its local presence in the communities it serves.

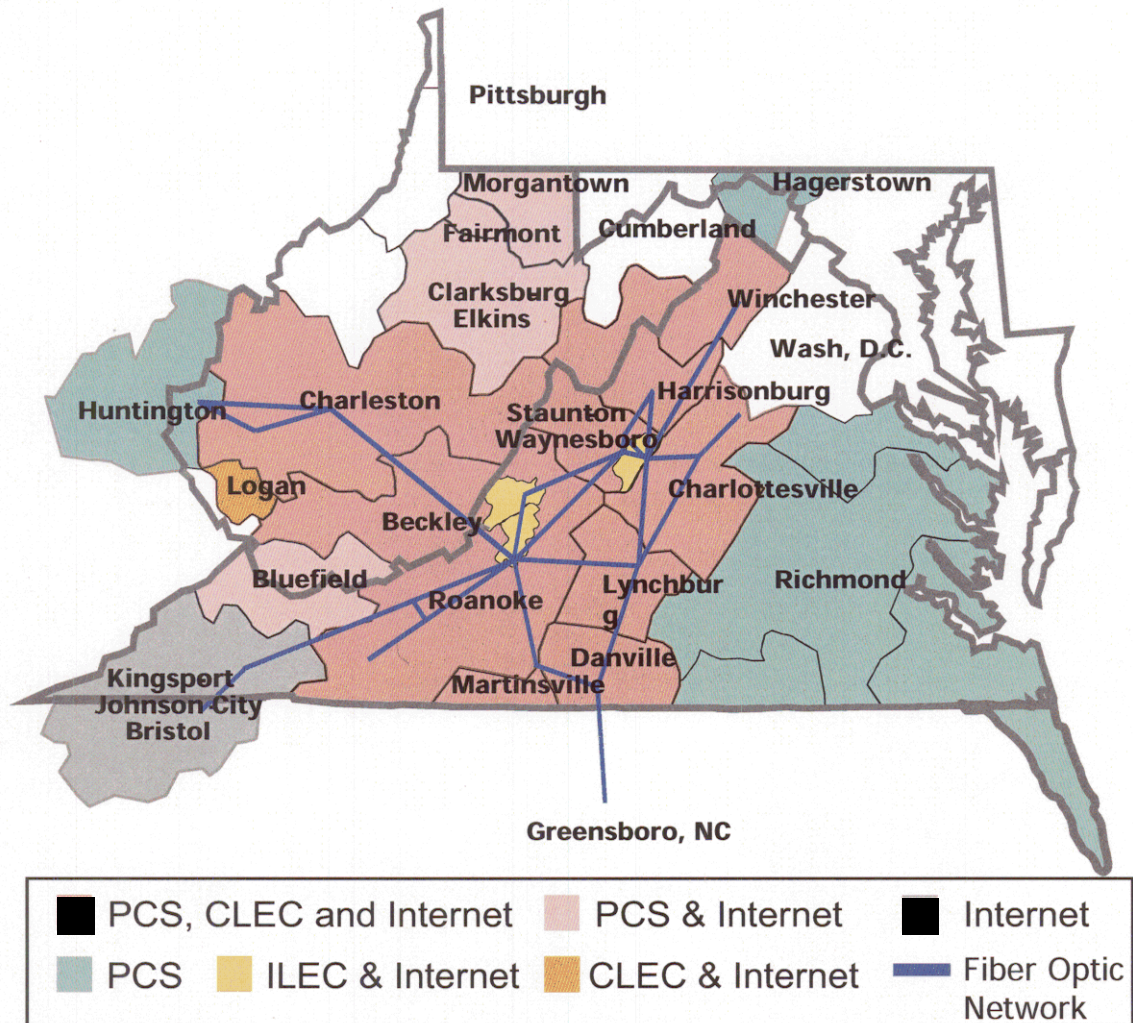


Figure 1: NTELOS Area of Operation

Specifically, the NTELOS 214 Licensees provide services as follows:

NTELOS Network Inc. is a competitive local exchange company ("CLEC") providing local and long distance services in Virginia. NTELOS Network Inc. also holds an international Section 214 authorization to provide resale services pursuant to Section 63.18(e)(2) of the Commission's rules. NTELOS Network Inc. is a wholly-owned, direct subsidiary of NTELOS Inc.

NA Communications Inc. is a CLEC providing local and long distance services in Virginia and in parts of Tennessee. NA Communications is a wholly-owned, direct subsidiary of NTELOS Netaccess Inc., which in turn is a wholly-owned, direct subsidiary of NTELOS Inc.

NTELOS of West Virginia is a CLEC providing local, long distance, internet access and other services in West Virginia. NTELOS of West Virginia is a wholly-owned, direct subsidiary of NTELOS Communications Inc., which in turn is a wholly-owned subsidiary of NTELOS Inc.

NTELOS Telephone Inc. is an incumbent local exchange company ("ILEC") providing local and long distance services in Waynesboro, Covington, and Clifton Forge, Virginia. NTELOS Telephone Inc. is a wholly-owned, direct subsidiary of NTELOS Communications Inc., which in turn is a wholly-owned subsidiary of NTELOS Inc.

Roanoke and Botetourt Telephone Company is an ILEC providing local and long distance services in Troutville, Daleville, and Fincastle, Virginia, which are located outside of Roanoke, Virginia. Roanoke and Botetourt Telephone Company is a wholly-owned, direct subsidiary of R&B Communications, Inc., which in turn is a wholly-owned subsidiary of NTELOS Inc.

R&B Network, Inc. is a CLEC providing local and long distance services in Virginia. R&B Network, Inc. also holds an international Section 214 authorization to provide resale services pursuant to Section 63.18(e)(2) of the Commission's rules. R&B Network, Inc. is a wholly-owned, direct subsidiary of R&B Communications, Inc., which in turn is a wholly-owned subsidiary of NTELOS Inc.

A chart showing the present chain of ownership for each of the NTELOS 214 Licensees is attached as Exhibit B.

B. Transferee

Project Holdings Corp. is a Delaware corporation organized on January 14, 2005 for the purpose of acquiring the stock of NTELOS. Project Holdings Corp. is fifty percent (50%) owned by Quadrangle Capital Partners LP, Quadrangle Capital Partners-A LP and Quadrangle Select Partners LP (collectively, "Quadrangle" or "Quadrangle funds") and fifty percent (50%) owned by Citigroup Venture Capital Equity Partners, L.P., CVC/SBB Employee Fund, L.P., and CVC Executive Fund, LLC (collectively, "CVC" or "CVC funds"). Neither Quadrangle nor CVC will have the right to exercise ultimate decision making authority over the actions taken by Project Holdings Corp. without the other party's consent.

The Quadrangle funds are controlled by a common general partner, Quadrangle GP Investors LP, the general partner of which is Quadrangle GP Investors LLC. The Managing Members of Quadrangle GP Investors LLC are Peter Ezersky, Michael Huber, Steven Rattner, Joshua Steiner, and David Tanner. A state employee retirement system, which is a qualified institutional investor, will hold a 13.43% indirect interest in the Transferee through its interest in Quadrangle Capital Partners-A LP.

The CVC funds are ultimately controlled, indirectly, by Citigroup Inc. Citigroup Inc. (FRN: 0012647822) owns 100% of Citigroup Holdings Company (FRN: 0012649141), which in turn owns 100% of Citicorp (FRN: 0012649182). Citicorp owns 100% of Citicorp Banking Corporation (FRN: 0012649208), which in turn owns 100% of Court Square Capital Ltd. (FRN: 0012649281). Through these companies, Citigroup Inc. holds indirect, 100% interests in the following three entities, which in turn have indirect, disclosable interests in the Transferee: Citicorp Venture Capital Manager Holdings Ltd. (FRN: 0012744579), Citicorp Venture Capital GP Holdings Ltd. (FRN: 0012744413), and Citicorp Venture Capital LP Holdings Ltd. (FRN:

0012649307). The first of these, Citicorp Venture Capital Manager Holdings Ltd., owns 100% of CVC Management LLC (FRN: 0012744652), which manages (but holds no equity in) Citicorp Venture Capital Equity Partners, L.P. (FRN: 0012641585) (the "Fund"). The second of these, Citicorp Venture Capital GP Holdings Ltd., owns 35% and controls CVC Partners LLC (FRN: 0012744710), the sole general partner of the Fund (CVC Partners holds an equity interest in the Fund of approximately .2%). Finally, Citicorp Venture Capital LP Holdings Ltd. owns 60% of the Fund, which in turn owns approximately 49.075% of the Transferee.

II. DESCRIPTION OF THE TRANSACTION

As a precursor to the transfer of control for which approval is being sought herein, NTELOS will recapitalize its debt (the "Recapitalization") and use a portion of the funds from the Recapitalization to buy back (the "Stock Buyback") approximately 75% of its equity stock, warrants and stock options ("NTELOS Equity Securities") through a tender offer made to all current holders of NTELOS Equity Securities. The Recapitalization is expected to be completed by the end of February. Immediately after the Recapitalization and Stock Buyback is completed, PHC intends to purchase from holders of NTELOS equity stock and warrants the equivalent of not more than 24.9% of the post-Recapitalization outstanding shares of NTELOS at a price of \$40.00 per share and \$16.27 per warrant ("Initial Stock Purchase").

Following the Recapitalization, the Stock Buyback, the Initial Stock Purchase, and regulatory approval by this Commission and other regulatory agencies, PHC will acquire by merger all of the then-outstanding common stock, options and warrants to purchase common stock of NTELOS that PHC does not already own. Specifically, a wholly-owned subsidiary of PHC, Project Merger Sub Corp. ("Merger Corp."), will merge with and into NTELOS, with

NTELOS being the surviving entity. The terms of the merger provide that (1) all remaining NTELOS Equity Securities will be canceled and, except for shares owned by PHC, will be converted to a right to receive cash equal to \$40.00 per share of outstanding common stock, \$20.23 per share of common stock issuable pursuant to the exercise of a vested option and \$16.27 per share of common stock issuable pursuant to the exercise of a warrant and (2) each share of common stock of Merger Corp. will be converted into one share of common stock of NTELOS as the surviving entity. As a result of the merger, Project Holdings Corp. will own 100% of the equity of NTELOS. For this reason, the Applicants are seeking FCC approval of a transfer of control of the section 214 authorizations of the NTELOS 214 Licensees. Moreover, because various NTELOS entities also hold various wireless licenses, the Applicants have also sought the Commission's approval of a transfer of control of the wireless licenses of NTELOS and its subsidiaries to PHC.¹

III. PUBLIC INTEREST STATEMENT

The proposed new owners of NTELOS are well-respected and well-qualified investors. The Quadrangle funds, with \$1.1 billion in total capital, are managed by a private investment firm founded in March 2000 and specializing in private equity investments in telecommunications and media companies in the United States and Europe. Quadrangle's five managing principals have over 60 years of combined experience in investing and advising in the telecommunications and media sectors. Quadrangle's current portfolio includes a number of telecommunications companies, including DataNet Communications Group, Inc. (a facilities-based telecommunications provider, majority owned and controlled by Quadrangle, providing

¹ The wireless applications are listed in Exhibit A, Response to "63.04(a)(9): Other Related Applications."

data services to businesses, carriers and institutions in and around New York's Hudson Valley) and NuVox Communications (a privately held broadband integrated communications provider, serving business customers across the Southeast and Midwest, of which Quadrangle holds a seat on the Board of Directors). Other Quadrangle communications investments include a controlling interest in Access Spectrum, LLC (a spectrum "band manager") and an investment in Bresnan Broadband Holdings, LLC.

CVC is a private equity firm that currently manages a \$2.6 billion equity fund, whose limited partners include major institutional investors and its parent company, Citigroup, Inc. Founded in 1968, CVC is one of the world's oldest and largest private equity firms, and has been the lead investor in some 200 transactions over the past two decades. CVC has a long history of supporting and growing its portfolio companies with a significant number of its companies having completed at least one follow-on acquisition. CVC is a leading private equity investor in technology-related companies worldwide. Its investments have included telecommunications equipment manufacturers and service providers.

The proposed transaction would not result in any ownership of NTELOS cognizable under Section 310(b), and the proposed transferee and ultimately controlling parties are legally qualified to be FCC licensees. Thus, as shown herein, the proposed transaction should not be deemed to affect the qualifications of the NTELOS 214 Licensees to hold their respective authorizations.

It is further clear that the benefits of the proposed transaction substantially outweigh any potential competitive harms. Indeed, the proposed transaction will have no anti-competitive effects. At present, neither Quadrangle nor CVC hold any disclosable interests in any wireline or wireless telecommunications providers overlapping either NTELOS' licensed or actual service

areas. This proposed transaction does not remove any competitors from any market, but rather strengthens an existing competitor through a change of ownership. Moreover, Commission approval of this Application will ensure that NTELOS subsidiaries remain competitive in their provision of international services, and will ensure that consumers in NTELOS' markets continue to benefit from an additional choice in international service providers.

Grant of the proposed transfers of control will also promote the public interest, convenience and necessity by aligning NTELOS with strategic partners that possess singular experience and strategic vision in the telecommunications sphere. NTELOS' current equity holders are primarily the company's former bondholders. They intended their investments in NTELOS to be debt securities and not the equity ownership they assumed under the bankruptcy plan of reorganization as NTELOS emerged from bankruptcy. In contrast, CVC and Quadrangle fully intend to be equity holders and are experienced and sophisticated telecommunications investors. With this change, the company as a whole should be able to respond to—and anticipate—market developments quickly and definitively. The proposed transaction will also allow the company to eliminate restrictive operating conditions imposed as a result of the bankruptcy process, and thereby leverage its current growth in the marketplace. Given the total absence of competitive harms, the public interest clearly mitigates in favor of granting this Application.

IV. REQUEST TO TRANSFER CONTROL OF INTERNATIONAL SECTION 214 AUTHORIZATIONS UNDER SECTION 63.24

In accordance with Section 63.18 and Section 63.24(e) of the Commission's Rules, the Applicants submit the following information in support of this application. Because it is anticipated that both Quadrangle and CVC will ultimately hold negative control over NTELOS through their respective interests in PHC, information has been provided on each.

Information for Transferor and Transferees

(a) Name, address and telephone number:

Transferor:

NTELOS Inc.
PO Box 1990
Waynesboro, VA 22980
Telephone: (540) 946-3500
Facsimile: (540) 946-3595

Authorized Carriers:

NTELOS Network Inc.
NA Communications Inc.
NTELOS of West Virginia
NTELOS Telephone Inc.
Roanoke and Botetourt Telephone Company
R&B Network, Inc.

All of the authorized carriers can be contacted:

c/o NTELOS Inc.
PO Box 1990
Waynesboro, VA 22980
Telephone: (540) 946-3500
Facsimile: (540) 946-3595

Transferee:

Project Holdings Corp., c/o Quadrangle Capital Partners LP
375 Park Avenue
New York, NY 10152
Telephone: (212) 418-1700

Facsimile: (212) 418-1701

(b) Citizenship:

Transferor:

NTELOS is a corporation organized under the laws of Virginia.

Authorized Carriers:

Each of the authorized carriers is a corporation organized under the laws of Virginia.

Transferee:

PHC is a corporation organized under the laws of Delaware.

(c) Contact Information:

Transferor:

Mary McDermott
Senior V.P.—Legal and Regulatory Affairs
NTELOS Inc.
PO Box 1990
Waynesboro, VA 22980
Telephone: (540) 946-3500
Facsimile: (540) 946-3595

Authorized Carriers:

Mary McDermott
Senior V.P.—Legal and Regulatory Affairs
NTELOS Inc.
PO Box 1990
Waynesboro, VA 22980
Telephone: (540) 946-3500
Facsimile: (540) 946-3595

Transferee:

Kimberley Carlson
Project Holdings Corp., c/o Quadrangle Capital Partners LP
375 Park Avenue
New York, NY 10152
Telephone: (212) 418-1700
Facsimile: (212) 418-1701

(d) International Section 214 Authorizations

NTELOS Network Inc. holds an authorization under Section 214 of the Act to provide international switched voice services on a resale basis. See File Nos. ITC-214-19970710-00390; ITC-ASG-20031002-00479.

R&B Network, Inc. holds an authorization under Section 214 of the Act to provide international switched voice services on a resale basis. See File No. ITC-214-19970418-00215.

The remaining NTELOS 214 Licensees hold domestic 214 authority only.

Information for Transferee

(h) Ten Percent or Greater Interest Holders:

Direct interest holders:

Quadrangle Capital Partners LP (34.65%)
Quadrangle Capital Partners-A LP (13.43%)

All of the Quadrangle funds are limited partnerships organized under the laws of Delaware which are principally engaged in the business of finance. Each of the Quadrangle funds can be contacted

c/o Quadrangle Capital Partners LP
375 Park Avenue
New York, NY 10152

Citigroup Venture Capital Equity Partners, L.P.
Address: 399 Park Avenue, 14th Floor
New York, NY 10022
Citizenship: United States
Principal Business: Finance
Ownership interest: 49.08%

Indirect interest holders:

Indirect ownership interests held through Quadrangle:

The Quadrangle funds are controlled by a common general partner, Quadrangle GP Investors LP (FRN: 0007726342), the general partner of which is Quadrangle GP Investors LLC (FRN: 0007727050). The Managing Members of Quadrangle GP Investors LLC are Peter Ezersky, Michael Huber, Steven Rattner, Joshua Steiner, and David Tanner. A state employee retirement system (FRN: 0006230015), which is a

qualified institutional investor, will hold a 13.43% indirect interest in the Transferee through its interest in Quadrangle Capital Partners-A LP.

All of the Quadrangle indirect interest holders are United States entities which are principally engaged in the business of finance. Each of the CVC indirect interest holders can be contacted:

c/o Quadrangle Capital Partners LP
375 Park Avenue
New York, NY 10152

Indirect ownership interests held through CVC:

Citigroup Venture Capital Equity Partners, L.P. is ultimately controlled, indirectly, by Citigroup Inc., as follows: Citigroup Inc. (FRN: 0012647822) owns 100% of Citigroup Holdings Company (FRN: 0012649141), which in turn owns 100% of Citicorp (FRN: 0012649182). Citicorp owns 100% of Citicorp Banking Corporation (FRN: 0012649208), which in turn owns 100% of Court Square Capital Ltd. (FRN: 0012649281). Through these companies, Citigroup Inc. holds indirect, 100% interests in the following three entities, which in turn have indirect, disclosable interests in the Transferee: Citicorp Venture Capital Manager Holdings Ltd. (FRN: 0012744579), Citicorp Venture Capital GP Holdings Ltd. (FRN: 0012744413), and Citicorp Venture Capital LP Holdings Ltd. (FRN: 0012649307). The first of these, Citicorp Venture Capital Manager Holdings Ltd., owns 100% of CVC Management LLC (FRN: 0012744652), which manages (but holds no equity in) Citicorp Venture Capital Equity Partners, L.P. (FRN: 0012641585) (the "Fund"). The second of these, Citicorp Venture Capital GP Holdings Ltd., owns 35% and controls CVC Partners LLC (FRN: 0012744710), the sole general partner of the Fund (CVC Partners holds an equity interest in the Fund of approximately .2%). Finally, Citicorp Venture Capital LP Holdings Ltd. owns 60% of the Fund, which in turn owns approximately 49.075% of the Transferee.

All of the CVC indirect interest holders are United States entities which are principally engaged in the business of finance. Each of the CVC indirect interest holders can be contacted:

c/o Citigroup Venture Capital Equity Partners, L.P.
399 Park Avenue, 14th Floor
New York, NY 10022.

PHC does not have any interlocking directorates with any foreign carriers.

(i) Foreign Carrier Affiliations:

PHC certifies that it is not affiliated with any other foreign carrier.

(j) Foreign Carrier and Destination Countries:

PHC certifies that (1) it is not a foreign carrier, (2) it does not control any foreign carriers, (3) no entity that owns more than 25% of or controls PHC controls a foreign carrier, and (4) two or more foreign carriers (or parties that control foreign carriers) do not own, in the aggregate, more than 25% of PHC.

(k) Showing of WTO Membership for Destination Countries:

Not applicable.

(l), (m) Showing of Non-Dominance/ Regulatory Classifications:

Not applicable.

(n) Concessions:

PHC certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possess market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Federal Benefits:

PHC certifies pursuant to Sections 1.2001 through 1.2003 that no party to the application is subject to a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 862.

(p) Streamlined Processing:

PHC does not have any foreign carrier affiliations and is not itself a foreign carrier. Therefore, it qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12.

IV. REQUEST TO TRANSFER CONTROL OF DOMESTIC SECTION 214 AUTHORIZATIONS UNDER SECTION 63.04

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required by this section for the domestic Section 214 transfer of control application is provided in Exhibit A.

V. CONCLUSION

For the foregoing reasons, the Applicants request that the Commission authorize the transfer of control of the NTELOS 214 Licensees to PHC in connection with the transaction described herein.

Respectfully submitted,

NTELOS INC.

PROJECT HOLDINGS CORP.



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New York, NY 10152
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1776 K Street, NW
Washington, DC 20006
(202) 719-7000

Counsel for NTELOS Inc.

Dated: 2/14/05

IV. REQUEST TO TRANSFER CONTROL OF DOMESTIC SECTION 214 AUTHORIZATIONS UNDER SECTION 63.04

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required by this section for the domestic Section 214 transfer of control application is provided in Exhibit A.

V. CONCLUSION

For the foregoing reasons, the Applicants request that the Commission authorize the transfer of control of the NTELOS 214 Licensees to PHC in connection with the transaction described herein.

Respectfully submitted,

NTELOS INC.

PROJECT HOLDINGS CORP.

Mary McDermott
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WILEY REIN & FIELDING LLP
1776 K Street, NW
Washington, DC 20006
(202) 719-7000

Counsel for NTELOS Inc.

Dated: 2/15/05

DECLARATION OF MARY McDERMOTT

I, Mary McDermott, Senior Vice President for Legal and Regulatory Affairs of NTELOS Inc., do hereby certify under penalties of perjury that to the best of my knowledge, information, and belief, NTELOS Inc., including all officers, directors, or persons holding 5% or more of the outstanding stock or shares (voting and/or non-voting) of NTELOS Inc. as specified in Section 1.2003(b) of the Commission's Rules, is not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Date 2/14/05



Mary McDermott

Senior V.P.—Legal &
Regulatory Affairs

NTELOS Inc.

DECLARATION OF MICHAEL HUBER

I, Michael Huber, Vice President of Project Holdings Corp. ("PHC") do hereby certify under penalties of perjury that to the best of my knowledge, information, and belief, PHC, including all officers, directors, or persons holding 5% or more of the outstanding stock or shares (voting and/or non-voting) of PHC as specified in Section 1.2003(b) of the Commission's Rules, is not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Date 2/15/05

Michael Huber

Michael Huber

Vice President

Project Holdings Corp.

EXHIBIT A

Pursuant to Section 63.04(b) of the Commission's rules, 47 C.F.R. § 63.04(b), the Applicants submit the following additional information in support of their application to transfer control of domestic lines under Section 214 of the Act.

63.04(a)(6): Description of the Transaction

The proposed transaction is described in Section II of the Application.

63.04(a)(7): Description of Geographic Service Area and Services in Each Area

The geographic service areas and services provided by the NTELOS 214 Licensees are described in Section I.A of the Application.

DataNet Communications Group, Inc., a facilities-based telecommunications provider majority owned and controlled by Quadrangle, provides data services to businesses, carriers and institutions in and around New York's Hudson Valley.

CVC holds a 12.3 percent, non-controlling interest in Valor Telecommunications of Texas, L.P., which primarily operates as an incumbent local exchange carrier in Texas, Oklahoma, New Mexico, and Arkansas.

63.04(a)(8): Eligibility for Streamlined Processing

This Application presumptively qualifies for streamlined processing pursuant to Section 63.03 of the Commission's rules, 47 C.F.R. § 63.03, because the Transferee is not a telecommunications carrier.

63.04(a)(9): Other Related Applications

Concurrent with this application, the following NTELOS entities are filing transfer of control applications on ULS: NTELOS Inc. (ULS File No. 0002035244), Richmond 20 MHz,

LLC (ULS File No. 0002035314), NTELOS Wireless, Inc. (ULS File No. 0002035352), NTELOS Telephone Inc. (ULS File No. 0002035386), NTELOS Licenses, Inc. (ULS File No. 0002035472), The Beeper Company (ULS File No. 0002035521), Virginia PCS Alliance, L.C. (ULS File No. 0002035555), and West Virginia PCS Alliance, L.C. (ULS File No. 0002035494). Manual transfer of control filings are also being filed for NTELOS Inc. (applications not yet updated on ULS), NH Licenses, Inc. (applications not yet updated on ULS), NTELOS Licenses, Inc. (BRS/EBS authorizations), R&B Communications, Inc. (BRS/EBS authorizations). Upon consummation, NTELOS will also file a Form 312 notification for the transfer of a receive-only earth station license held by NTELOS Cable of Virginia, Inc.

63.04(a)(10): Statement of Imminent Business Failure

Not applicable.

63.04(a)(11): Separately filed waiver requests

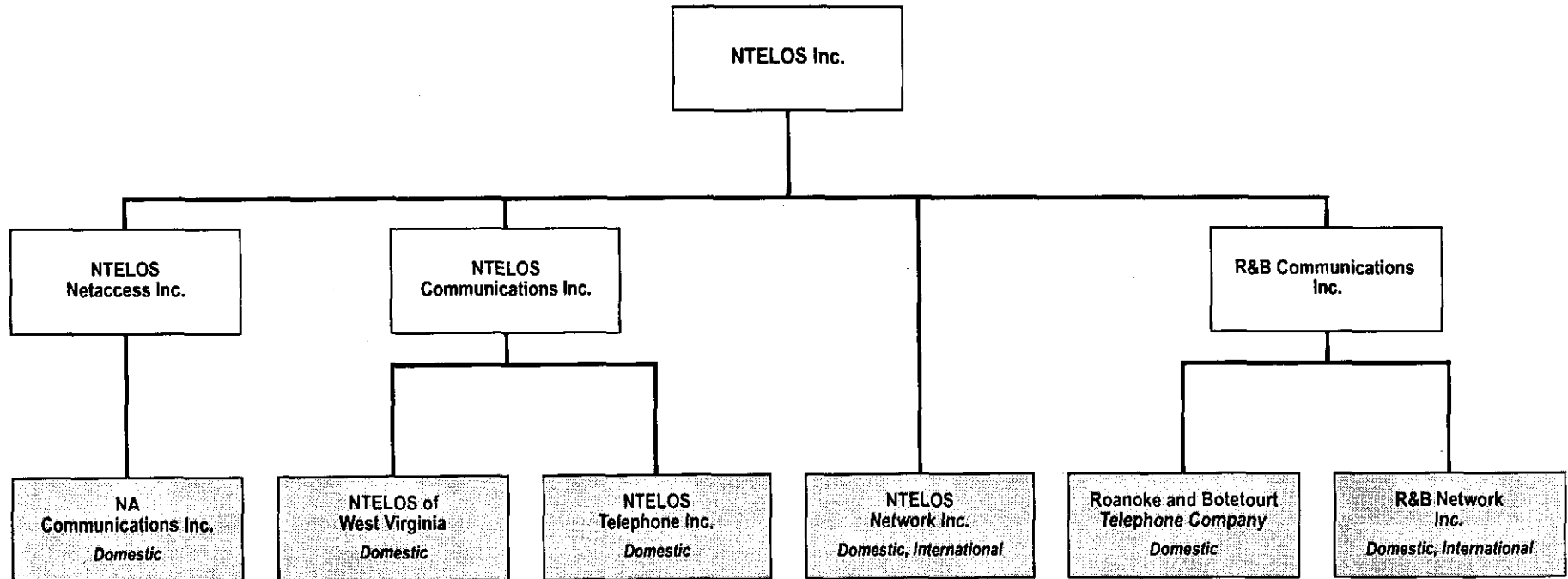
None.

63.04(b)(12): Public Interest Statement

The public interest statement is provided in Section III of the Application.

Exhibit B

NTELOS 214 Licensees



* All interests shown are 100% direct ownership interests.